

**GLOBAL DAILY FANTASY SPORTS INC.**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Global Daily Fantasy Sports Inc. (the “**Company**”)  
#1305 - 1090 W. Georgia St.  
Vancouver, British Columbia  
V6E 3V7

**Item 2 Date of Material Change**

November 29, 2019

**Item 3 News Release**

The news release attached hereto as Schedule “A” was issued by the Company and disseminated via NewsFile on December 2, 2019.

**Item 4 Summary of Material Change**

On November 29, 2019, the Company entered into a Share Purchase Agreement (the “**Purchase Agreement**”) with each of the shareholders of Playgon Interactive Inc. (“**Playgon**”), being Guido Ganschow, Pawan Family Trust, Virtuasol Software Inc., Euroequity Limited, Superb Trade Global Limited, Dov Plitman and Robert Louis Kiminecz (collectively, the “**Vendors**”) to acquire all of the outstanding shares of Playgon, a Vancouver-based leading software technology company focused on the gaming marketplace and “live dealer” mobile applications (the “**Transaction**”).

The Company announced a proposed private placement financing (the “**Financing**”) for proceeds of not less than CAD\$5,000,000, the terms and conditions of which are in the process of being finalized and will be outlined in a subsequent press release once determined.

The Company also announced that it has arranged a working capital loan of \$300,000 from an arm’s length party for working capital purposes to ensure it has necessary funds to complete the acquisition of Playgon and the Financing.

## **Item 5 Full Description of Material Change**

On November 29, 2019, the Company entered into the Purchase Agreement with the Vendors to acquire all of the outstanding shares of Playgon. Based in Vancouver, British Columbia, Playgon is a leading software technology company focused on the iGaming marketplace and “live dealer” technology for mobile applications. The Transaction is expected to close on or before January 15, 2020 (the “**Closing Date**”).

The Purchase Agreement provides that the Company will purchase the outstanding shares of Playgon for a purchase price of CAD\$9,500,000, payable by the issuance of 63,333,333 common shares in the capital of the Company (“**Common Shares**”) at an ascribed price of CAD\$0.15 per share, which shall be allocated as follows (i) 53,440,994 Common Shares to the Vendors, and (ii) 9,892,339 Common Shares to certain debenture holders of Playgon (the “**Playgon Debentureholders**”) who will convert their indebtedness into shares of Playgon and sell such shares to the Company. On closing, Playgon will be debt-free other than the Company will assume up to CAD\$1,821,250 of debt of Playgon.

The allocation between the Vendors and the Playgon Debentureholders shall be adjusted to reflect any increase in the principal amount of Debentures issued by Playgon between the execution of the Purchase Agreement and the Closing Date and to reflect any accrued and unpaid interest on the Debentures, which accrue interest at 12%. The Company anticipates that Playgon will require additional capital of up to \$300,000 to fund its working capital requirements prior to consummation of the Transaction, which will be funded through the issuance of additional Debentures by Playgon to arms-length parties. Regardless of whether Playgon issues additional Debentures, the total number of shares to be issued by the Company in connection with the Transaction will remain fixed at 63,333,333 Common Shares.

Pursuant to the terms of the Agreement, 5,344,099 Common Shares of the Company (the “**Indemnity Escrow Consideration Shares**”), will be placed in escrow to satisfy any indemnity claims. Subject to the satisfaction of any agreed claims under the Purchase Agreement, 50% of the Indemnity Escrow Consideration Shares will be released to the Vendors on the one-year anniversary of the Closing Date and the balance will be released on the 18-month anniversary of the Closing Date. In addition, 48,096,895 Common Shares (the “**Release Escrow Consideration Shares**”) will be subject to resale restrictions, such that 12.5% of the Release Escrow Consideration Shares shall be released for sale on a quarterly basis following the initial six-month anniversary of the Closing Date. The exact number of the Indemnity Escrow Consideration Shares and the Release Escrow Consideration Shares are subject to adjustment on the closing date of the Transaction to reflect any increase in the principal amount of Debentures issued by Playgon and accrued and unpaid interest thereon.

The Company has granted the Vendors the right to nominate one individual to the board of directors of the Company following the closing of the Transaction. It is

expected that Guido Ganschow, the President and Chief Executive Officer of Playgon, will serve in such capacity, subject to satisfaction of the requirements of the TSX Venture Exchange (“**TSXV**”).

The Transaction will be subject to the satisfaction or waiver of customary terms and conditions for a transaction of this nature, including receipt of all required consents and regulatory approvals, including the TSXV, and completion of a concurrent financing for proceeds of not less than CAD\$5,000,000 at an issue price of not less than CAD\$0.15 per share (the “**Financing**”).

The Company also announced the proposed Financing and indicated that the terms and conditions are in the process of being finalized and will be outlined in a subsequent press release once determined.

The Company also announced that it has arranged a working capital loan in the principal amount of \$300,000 from an arm’s length party to ensure the Company has sufficient funds to complete the acquisition of Playgon and the Financing. The terms of the loan are 12% interest per annum, payable on demand and is unsecured. The Company intends to repay the loan from working capital following closing of the Transaction.

Reference is made to the news release attached hereto as Schedule “A” for additional details describing the material change.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The executive officer who is knowledgeable about this material change report is Darcy Krogh, President and Chief Executive Officer of the Company, available at (604) 685-9316.

**Item 9 Date of Report**

DATED this 9<sup>th</sup> day of December, 2019.

## SCHEDULE "A"

### **Global Daily Fantasy Sports Inc. Announces Execution of Definitive Agreement to Acquire Playgon Interactive Inc.**

*Not for distribution in the United States or through United States wire services*

Vancouver, British Columbia – December 2, 2019) – **Global Daily Fantasy Sports Inc. (TSXV: DFS) (FSE: 7CR)** ("Global" or the "Company") is pleased to announce that it has executed a definitive share purchase agreement (the "Agreement") with Playgon Interactive Inc. ("Playgon") and its shareholders (the "Vendors") pursuant to which Global will acquire all of the issued and outstanding common shares in the capital of Playgon Interactive Inc. ("Playgon") in exchange for equity in common shares in the capital of Global (the "Transaction"). The Agreement is dated November 21, 2019 and execution by all parties was completed on November 29, 2019.

Playgon, a private B.C. corporation, is a leading technology innovator in the gaming market that has developed a suite of products that bring the fun and entertainment of casinos to casino players, everywhere via their unique and proprietary mobile first interface and the traditional desktop medium. Playgon's value proposition offers the proven appeal of physical casinos, with a suite of interactive live dealer games that appeal to players in a very personal way by giving real human interaction between dealers and players. In a live casino game, a human dealer runs the game in real time from a casino gaming table, which can be seen via a live streaming video link. Players can make betting decisions via their mobile device or desktop and can communicate with the dealer in real time via a software interface.

Global will purchase the outstanding shares of Playgon for a purchase price of \$9,500,000, payable by the issuance of 63,333,333 common shares in the capital of Global ("Common Shares") at an ascribed price of \$0.15 per share. On closing, the only indebtedness of Playgon will be \$500,000 of short-term debt and \$1,321,250 of long-term debt.

"This acquisition of Playgon brings to Global a cutting-edge technology that I am very excited about and adds another unique product to our portfolio of B2B content. Playgon's proprietary technology is flexible and applicable to both real money and social gaming markets." Darcy Krogh, CEO of Global, states: "*Live Casino* is the innovation that best compliments the growth of online casino gaming. Technological advancements, increased connectivity, mobile gaming, along with positive regulations in the industry continues to open up new markets and fuel this online casino growth."

According to H2 Gambling Capital (<https://h2gc.com>) the market for online gaming for the past five years (2014-2018) has achieved a compounded annual growth rate of approximately 12% and current estimates has gross gaming revenue at €45 Billion. Online casino continues to be one of the fastest growing verticals within the online gaming market, with an annual growth rate during the same period of 13% and is estimated it accounts for annual gross gaming revenue of €12 Billion. Live Casino is the fastest growing vertical within online casino with an annual growth rate of 33% during this same five-year period and currently represents roughly 34% of the online casino business or roughly €4 Billion in revenue. The current trend over the next five years in Live Casino is estimated to generate €6 - €7 Billion in gross gaming revenues.

“Guido Ganschow, the CEO of Playgon stated, “I am excited about our business combination and to work with Darcy and the Global team to build a diversified B2B business. There are a number of cross selling opportunities with our two products as they are focused in two of the hottest growth areas in online gaming, casino and sports. Going public at this time for Playgon provides access to new capital to fund our vision to become a dominate player in the Live Dealer market with our innovative proprietary new technology. We have spent the last four years getting ready and now is the time to introduce to the marketplace a mobile focused Live Dealer product that we expect to strongly resonate with the big operators in the sector.”

Darcy Krogh adds, “Guido has been involved in the evolution of this gaming technology since its inception in early 2000. He is a leading expert in the Live Gaming space and Playgon possesses a unique technology that can be used for real money and social gaming on mobile applications. We are excited with the Playgon opportunity and to work alongside Guido to introduce this innovative technology to the marketplace.”

Pursuant to the terms of the Agreement, 5,344,099 Common Shares of Global (the “Indemnity Escrow Consideration Shares”), will be placed in escrow to satisfy any indemnity claims. Subject to the satisfaction of any agreed claims under the Agreement, 50% of the Indemnity Escrow Consideration Shares will be released to the Vendors on the one-year anniversary of the Closing Date of the Transaction and the balance will be released on the 18-month anniversary of the Closing Date. In addition, 48,096,895 common shares of Playgon (the “Release Escrow Consideration Shares”) will be subject to resale restrictions, such that 12.5% of the Release Escrow Consideration Shares shall be released for sale on a quarterly basis following the initial six-month anniversary of the Closing Date. The exact number of Indemnity Escrow Consideration Shares and the Release Escrow Consideration Shares are subject to adjustment on the closing date of the Transaction to reflect any increase in the principal amount of indebtedness issued by Playgon and accrued and unpaid interest thereon.

Further, subject to the closing of the Transaction, Global has agreed to grant the right to nominate one individual to the board of directors of Global following the closing of the Transaction. It is expected that Guido Ganschow, the President and Chief Executive Officer of Playgon, will serve in such capacity, subject to satisfaction of the requirements of the TSX Venture Exchange (“TSXV”).

The Transaction constitutes an arm's length reviewable transaction under TSXV Corporate Finance Manual Policy 5.3 - *Acquisitions and Dispositions of Non-Cash Assets* and is subject to the approval of the TSXV. Following completion of the Transaction and the closing of the concurrent Financing (as defined below), there will be no new “control person” of Global (as such term is defined by the TSXV). In addition, completion of the Transaction will be subject to the satisfaction or waiver of customary terms and conditions for a transaction of this nature, including receipt of all required consents and regulatory approval conversion of a portion of outstanding debt of Playgon into common shares of Playgon, and completion of a concurrent financing for proceeds of not less than \$5,000,000 (the “Financing”). The Transaction is expected to close on or before January 15, 2020. No finder's fees are being paid on the Acquisition.

Global also announces a proposed part and parcel private placement financing for gross proceeds of not less than \$5,000,000. The terms and conditions of the Financing are being finalized but Global expects that the subscription price will not be less than \$0.15, being the price of the Common Shares issued to the Vendors. Global will issue a subsequent news release outlining the

details of the proposed private placement once details are finalized. The proceeds of the Financing will be used for studio launch, sales and marketing, continued software development, and general working capital.

In order to provide working capital to complete the acquisition of Playgon, the Company has arranged a working capital loan of \$300,000 from an arm's length party. The loan is at twelve percent (12%) interest per annum, due on demand and unsecured. The Company intends to repay the loan from working capital following completion of the Playgon acquisition.

### **About Playgon Interactive Inc.**

Playgon is a technology company devoted to leading the innovation curve in Live Dealer Casino gaming, featuring a “*second to none*” mobile platform. With its 12,000 sq. ft state of the art broadcasting studio streaming live from Las Vegas, the gaming capital of the world, Playgon is providing the ultimate in interactive entertainment with first-to-market products and mobile-first strategies that are years' ahead of the competition. It's cutting-edge technology and operational best practices make Playgon the best possible partner for online casinos looking to the future.

Playgon's Live Dealer Casino games cover the classic and most played casino favorites, from Roulette and Blackjack to Baccarat and Casino Hold'em with new in game features and functionality to boost online casino revenues, such as bonus features, side bets, tournament functionality and other promotional tools.

For further information, please visit the Company's website at [www.playgon.com](http://www.playgon.com).

### **About Global Daily Fantasy Sports Inc.**

Global Daily Fantasy Sports Inc. (TSXV: DFS) (FSE: 7CR) is providing a multi-tenant gateway that allows operators to offer their customers a world class Daily Fantasy Sports software solution. The platform allows for seamless integration at the operator level without having to share or compromise any sensitive customer data. Joining the Company's network allows operators to capitalize on a mature infrastructure, with shared liquidity that was built specifically for regulated market environments.

As a true B2B global network, the Company offers a SaaS product that is an ideal turn-key solution for sportsbook operators, land-based operators, media groups, and big database companies to participate in the daily fantasy sports industry.

For further information, please visit the Company's website at [www.gdfsi.com](http://www.gdfsi.com).

### **Contact:**

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*Certain statements contained in this press release may constitute forward-looking statements under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "expects" or "it is expected", or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward looking statements in this press release include, but are not restricted to, statements regarding the closing of the Transaction and final acceptance of the Private Placement by the Exchange.*

*These forward-looking statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include that the Company does not receive regulatory acceptance to the Private Placement. Accordingly, the actual events may differ materially from those projected in the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements. The Company does not undertake to update any forward-looking statements, except as may be required by applicable securities laws.*